corporations, and since the franchises granted to them did not require the giving of transfers from one line to the other, the court could not compel the issuance of such transfers. *State ex rel City of Tacoma* v. *Tacoma Ry. & Power Co.* (1911), — Wash. —, 112 Pac. 506.

This case presents a situation in which two competing public service corporations are controlled by a third, the latter being a majority stockholder in the other two. The court's decision is based on the well established principle that the ownership by one corporation of a majority or all the stock in another, does not affect their separate corporate identity. A corporation is a distinct entity, irrespective of the persons who own its stock. *Pullman's Palace Car Co.* v. *Mo. Pac. Ry.*, 115 U. S. 587; *Porter* v. *Pittsburg Bessemer Steel Co.*, 120 U. S. 649; *Atchison, Topeka & Santa Fe Ry. Co.* v. *Cochran*, 43 Kan. 225; *Jessup* v. *Ill. Cent. Ry. Co.*, 36 Fed. 735; *Ulmer* v. *Lime Rock Ry. Co.*, 98 Me. 579, 57 Atl. 1001; *Exch. Bank* v. *Macon Const. Co.*, 97 Ga. 1, 25 S. E. 326; *Monongahela, etc. Co.* v. *Pittsburg*, 196 Pa. St. 25, 46 Atl. 99; 1 COOK, STOCKS & STOCKHOLDERS and CORP. LAW, § 6; 1 THOMPSON, CORP., § 9; 1 CLARK & MARSHALL, CORP., § 6. Each corporation in the principal case, having a legal existence separate and distinct from the others, it was not competent for the court to compel the Tacoma Railway and Power Company, holding a franchise which provided for transfers only over lines controlled by it, to contract for the transfer of passengers with the Pacific Traction Company, although a majority of the stock of each corporation was held by another, and both corporations were, physically, component parts of one continuous railway system. The case presents one of the grave dangers of allowing one corporation, by statute, to become a shareholder in another. In the United States a corporation cannot, in the absence of express or implied statutory authority, become a stockholder in another corporation. MORAWETZ, PRIVATE CORP., §§ 431-433. See also 1 WILGUS, CORP., § 305, and cases there cited.

DEEDS—SPECIFIC PERFORMANCE OF A CONDITION SUBSEQUENT.—A grant by the grantor of the plaintiff to the predecessors of the defendant, after stating a consideration, recited that it was subject to the condition that the Railroad Company issue to the grantor, and the grantor's tenant, an annual pass over its lines. The grant contained a forfeiture clause with a right to reenter. Upon failure to furnish the passes by the defendant the plaintiff sues for specific performance on the condition. *Held,* a valid condition subsequent, and plaintiffs are not bound to declare forfeiture and take back the land, but may require specific performance of the agreement at their election. *Munro et al.* v. *Syracuse L. & N. R. Co.* (1910), — N. Y. —, 93 N. E. 516.

The test which seems to have been applied in the principal case was whether or not there was an adequate remedy at law. In *Aikin* v. *Albany, Vt. & Can. R. R. Co.*, 26 Barb. 289, in an action for specific performance, of a condition to construct two farm crossings, the court applied the above test and compelled the performance of the condition, and in an action of specific performance of a condition to reconstruct and restore a public road and crossing, the court held, after applying the above test, that although it could decree spe-

cific performance, here a sum of money compensated sufficiently for the loss. *Post* v. *West Shore R. R. Co.,* 50 Hun 301. Justice COOLEY in *Watrous* v. *Allen,* 57 Mich. 362, 58 Am. Rep. 363, held that a court of equity will interfere by injunction to restrain the breach of a condition in a deed notwithstanding the fact that forfeiture is prescribed as the penalty of the breach. In *Whitney* v. *Union Ry. Co.,* 11 Gray 359, an injunction was granted to restrain the violation of a condition restricting the manner of using the land; so also in *Clark* v. *Martin,* 49 Pa. St. 289. But in an action for injunction to restrain the defendants from selling a certain church, the property being deeded to the church upon the condition that it be always used as such, it was held that a court of equity will not compel a fulfillment of that in a deed, the nonperformance of which works a forfeiture. *Erwin* v. *Hurd,* 13 Abb. N. C. 91, and in *Woodruff* v. *Water Power Co.,* 10 N. J. Eq. 489, the court although refusing to grant specific performance upon another ground, holds the same as in *Erwin* v. *Hurd,* supra. *Close* v. *Burlington C. R. & N. Ry. Co.,* 64 Iowa 149, *Blanchard* v. *R. R. Co.,* 31 Mich. 43, 18 Am. Rep. 142, take the same view. It would seem that the equitable remedy for a breach of a condition would in most cases do less injustice to the holder of the estate than a forfeiture and the courts being against the divesting of estates should favor it.

ELECTIONS—PRIMARY ELECTIONS—FAILURE OF NOMINEE TO FILE EXPENSE ACCOUNT.—Under § 25 (Sess. Laws Idaho, 1909) a candidate for a nomination must file an itemized statement of his expenditures not more than ten days after the day of holding the election at which he is a candidate. § 26 (Sess. Laws Idaho, 1909) provides that any candidate, failing to comply with the provisions of § 25, shall be guilty of a misdemeanor, and be ineligible to become a candidate for the office for which he was nominated. The petitioner failed to file his account within the prescribed time. In an action for a writ of mandate to compel the County Auditor to place his name on the official election ballot, *Held,* the writ would issue, inasmuch as the duty of the auditor was purely ministerial, and he could not sit in judgment on the candidate and, without a hearing, declare him guilty of a misdemeanor, and inflict the penalties incident thereto. *Fuller* v. *Corey* (1910), — Idaho —, 110 Pac. 1035.

That the rule expressed above is in accord with the general line of authority is seen by the following cases: *Miller* v. *Davenport,* 8 Ida. 593, 70 Pac. 610; *Commonwealth* v. *Coombs,* 120 Ky. 368, 27 Ky. Law Rep. 751, 86 S. W. 697; *State* v. *Falley,* 9 N. D. 450, 83 N. W. 860. The candidate must be judicially declared, by orderly and due process of law, to be ineligible on account of his violation of the direct primary law. *People* v. *McGaffey,* 23 Colo. 156, 46 Pac. 930. The principal case is of interest, first, because of the rarity of decisions on primary election laws in general; second, because it shows that the courts of the present day are shaping their decisions in accordance with their holdings in previous analogous cases under the general election laws.

EVIDENCE—PAROL TESTIMONY—ADMISSIBILITY.—Plaintiff sued to recover from defendant money paid for certain shares of corporate stock purchased by plaintiff from defendant under the following written subscription con-